

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

Adv. Pro. No. 08-01789 (SMB)

SIPA Liquidation

(Substantively Consolidated)

In re:

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Debtor.

IRVING H. PICARD, Trustee for the Liquidation of
Bernard L. Madoff Investment Securities LLC,

Plaintiff,

v.

FAIRFIELD SENTRY LIMITED, et al.,

Defendants.

Adv. Pro. No. 09-01239 (SMB)

IRVING H. PICARD, Trustee for the Liquidation of
Bernard L. Madoff Investment Securities LLC,

Plaintiff,

v.

SAFEHAND INVESTMENTS, et al.,

Defendants.

Adv. Pro. No. 12-01701 (SMB)

IRVING H. PICARD, Trustee for the Liquidation of
Bernard L. Madoff Investment Securities LLC,

Plaintiff,

v.

BARRENECHE, INC., et al.,

Defendants.

Adv. Pro. No. 12-01702 (SMB)

**DECLARATION OF JEFFREY E. BALDWIN IN SUPPORT OF FG FOREIGN
DEFENDANTS' MOTION TO DISMISS BASED ON EXTRATERRITORIALITY**

I, Jeffrey E. Baldwin, do hereby declare under penalty of perjury pursuant to 28 U.S.C. § 1746 the following:

1. I am an associate with the law firm of Simpson Thacher & Bartlett LLP, which is counsel for certain of the FG Foreign Defendants in the above-captioned proceedings. I submit this declaration in support of the FG Foreign Defendants' Supplemental Reply Memorandum of Law in Further Support of Their Motion to Dismiss Based on Extraterritoriality filed September 30, 2015, which seeks dismissal of certain claims asserted by Plaintiff Irving H. Picard, the Trustee for Bernard L. Madoff Investment Securities LLC (the "Trustee").

2. I am familiar with the matters set forth in this declaration based upon personal knowledge and review of the firm's files on this matter.

3. Attached hereto as Exhibit 1 is a true and correct copy of Exhibit 58 to the Trustee's Amended Complaint, dated July 20, 2010, Adv. Pro. No. 09-01239 (ECF No. 23) (the "AC"), which the Trustee describes as "Fairfield Sentry Limited Due Diligence Questionnaire."

4. Attached hereto as Exhibit 2 is a true and correct copy of the Shareholder and Voting Agreement for Fairfield Greenwich Limited, entered as of January 1, 2002, which is

incorporated by referenced in the Trustee's Proffered Second Amended Complaint, dated June 26, 2015, Adv. Pro. No. 09-01239 (ECF No. 187) (the "PSAC").

5. Attached hereto as Exhibit 3 is a true and correct copy of a document entitled "Fairfield Greenwich Group, the Firm and its Capabilities," dated September 2008, which is incorporated by reference into the Trustee's PSAC.

6. Attached hereto as Exhibit 4 is a true and correct copy of the Private Placement Memorandum of Fairfield Sentry Limited, dated as of August 14, 2006, which is incorporated by reference into the Trustee's PSAC.

7. Attached hereto as Exhibit 5 is a true and correct copy of Exhibit 45 to the Trustee's AC, which the Trustee describes as "October 2002 marketing brochure for Fairfield Sentry Limited."

8. Attached hereto as Exhibit 6 is a true and correct copy of the Private Placement Memorandum of Fairfield Sigma Limited, dated as of February 16, 2006, which is incorporated by reference into the Trustee's PSAC.

9. Attached hereto as Exhibit 7 is a true and correct copy of the Private Placement Memorandum of Fairfield Lambda Limited, dated as of October 1, 2004, which is incorporated by reference into the Trustee's PSAC.

10. Attached hereto as Exhibit 8 is a true and correct copy of the Private Placement Memorandum of Fairfield Investment Fund Limited, dated as of March 2008, which is incorporated by reference into the Trustee's PSAC.

11. Attached hereto as Exhibit 9 is a true and correct copy of Exhibit 23 to the Trustee's AC, which the Trustee describes as "April 2009 Vanity Fair article entitled, 'Greenwich Mean Time.'"

12. Attached hereto as Exhibit 10 is a true and correct copy of Exhibit 51 to the Trustee's AC, which the Trustee describes as "December 2, 2003 email from FGG's della Schiava to Noel, Piedrahita, Tucker, and Blum."

13. Attached hereto as Exhibit 11 is a true and correct copy of Exhibit 68 to the Trustee's AC, which the Trustee describes as "December 11, 2003 email from Vijayvergiya to della Shiava."

14. Attached hereto as Exhibit 12 is a true and correct copy of Exhibit 25 to the Trustee's AC, which the Trustee describes as "FGG employment offer letter to Vijayvergiya."

15. Attached hereto as Exhibit 13 is a true and correct copy of Exhibit 24 to the Trustee's AC, which the Trustee describes as "March 31, 2009 Wall Street Journal article entitled, 'The Charming Mr. Piedrahita Finds Himself Caught in the Madoff Storm.'"

16. Attached hereto as Exhibit 14 is a true and correct copy of Exhibit 48 to the Trustee's AC, which the Trustee describes as "November 24, 2003 email from Blum to Landsberger, Greisman, Tucker, and Piedrahita."

17. Attached hereto as Exhibit 15 is a true and correct copy of the FINRA BrokerCheck Report for Andrew Smith, downloaded from <http://brokercheck.finra.org/> on September 21, 2015, which is incorporated by reference into the Trustee's PSAC.

18. Attached hereto as Exhibit 16 is a true and correct copy of *Walker Int'l Holdings Ltd. v. Olearius Ltd.*, [2003] CILR 457 (Cayman Is. Grand Ct., Oct. 14, 2003).

19. Attached hereto as Exhibit 17 is a true and correct copy of *Prest v. Petrodel Res. Ltd.*, [2013] 3 WLR 1, [2013] UKSC 34 (U.K. Sup. Ct., June 12, 2013).

20. Attached hereto as Exhibit 18 is a true and correct copy of *Ben Hashem v. Al Sahyif*, [2009] 1 FLR 115, [2008] EWHC 2380 (Fam.) (Eng. High Ct. Fam. Div., Sept. 22, 2008).

21. Attached hereto as Exhibit 19 is a true and correct copy of *Manuchar Steel Hong Kong Ltd. v. Star Pacific Line Pte Ltd.*, [2014] 4 SLR 832, [2014] SGHC 181 (Sing. High Ct., Sept. 23, 2014).

I declare under penalty of perjury that the foregoing is true and correct.

Executed on September 30, 2015 in New York, New York

By: 
Jeffrey E. Baldwin